

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re: APCO LIQUIDATING TRUST AND APCO MISSING STOCKHOLDER TRUST, Debtors.	Chapter 11 Case No. 05-12355 (BLS) Jointly Administered
CITY OF WICHITA KANSAS, Plaintiff-Appellant, v. JOHN G. MCMILLIAN, LIQUIDATION TRUSTEE TO APCO LIQUIDATING TRUST AND APCO MISSING STOCKHOLDERS TRUST., Defendant-Appellee.	Civil Action No. 07-cv-00474 (GMS) Re: Docket Nos. 7 and 8

**CERTIFICATION OF COUNSEL CONCERNING SETTLEMENT
AGREEMENT BY AND BETWEEN JOHN G. MCMILLIAN,
LIQUIDATION TRUSTEE TO APCO LIQUIDATING TRUST AND
APCO MISSING STOCKHOLDERS TRUST AND CITY OF WICHITA, KANSAS**

On January 9, 2008, John G. McMillian, as liquidation trustee (the "Liquidation Trustee") to the liquidation trust created pursuant to the *Apco Liquidating Trust and Apco Missing Stockholders Trust Liquidation Trust Agreement*, dated January 26, 2006 for Apco Liquidating Trust and Apco Missing Stockholder Trust (collectively, the "Debtors") filed the *Settlement Agreement By and Between John G. McMillian, Liquidation Trustee to Apco Liquidating Trust and Apco Missing Stockholders Trust and City of Wichita, Kansas* [Docket No. 7] (the "Settlement Agreement") with the United States District Court for the District of Delaware, 844 North King Street, Wilmington, Delaware 19801 (the "Court").

Additionally, on January 9, 2008, the Liquidation Trustee also filed and served the *Notice of Settlement Agreement By and Between John G. McMillian, Liquidation Trustee to Apco Liquidating Trust and Apco Missing Stockholders Trust and City of Wichita, Kansas* [Docket No. 8] (the “Notice of Settlement Agreement”). Pursuant to the Notice of Settlement Agreement, the Liquidation Trustee gave notice of the Settlement Agreement pursuant to Section 9.2 of the Debtors’ *First Amended Liquidating Plan of Reorganization* [Bankr. Docket No. 113]¹ filed with the Bankruptcy Court on December 16, 2005 and Section III.B.(a) of the *Findings of Fact, Conclusion of Law and Order Confirming First Amended Liquidating Plan of Reorganization* [Bankr. Docket No. 160], entered by the Bankruptcy Court on January 26, 2006.

In accordance with the Notice of Settlement Agreement, responses or objections to the Settlement Agreement were required to be filed with the Court and served on (i) counsel for the Liquidation Trustee (Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attention: John H. Knight, Esq. and Jason M. Madron, Esq.); (ii) counsel for the City of Wichita, Kansas (Cozen O’Connor, 1201 North Market Street, Suite 1400, Wilmington, Delaware 19801, Attention: Jeffrey R. Waxman, Esq.; Stinson Morrison Hecker, LLP, 1201 Walnut Street, Suite 2900, Kansas City, Missouri 64106-2150, Attention: Mark S. Carder, Esq.; and Gary E. Rebenstorf, Esq., City Hall – 13th Floor, 455 North Main Street, Wichita, Kansas 67202); and (iii) the Office of the United States Trustee for the District of Delaware (844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attention: William K. Harrington, Esq.) no later than **4:00 p.m. (Eastern Standard Time) on February 1, 2008**. The undersigned certifies that he has reviewed the Court’s docket in this civil action and no answer, objection or other responsive pleading to the Settlement

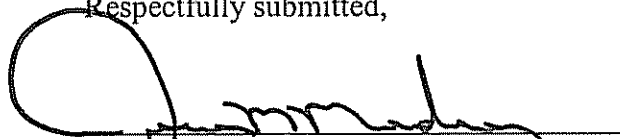
¹ All “Bankr.” docket numbers cited in this certification refer to the corresponding docket entries in the Debtors’ chapter 11 cases (Case No. 05-12355 (BLS)) pending before The Honorable Brendan L. Shannon in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

Agreement appears thereon. The undersigned further certifies that he has received no answer, objection or other responsive pleading to the Settlement Agreement.

Consequently, the Liquidation Trustee respectfully requests that the proposed form of order approving the Settlement Agreement, substantially in the form attached hereto as Exhibit A, be entered at the earliest convenience of this Court.

Dated: February 6, 2008
Wilmington, Delaware

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Jason M. Madron", is written over a horizontal line.

John H. Knight (No. 3848)
Jason M. Madron (No. 4431)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

ATTORNEYS FOR JOHN G. MCMILLIAN,
LIQUIDATION TRUSTEE TO APCO
LIQUIDATING TRUST AND APCO MISSING
STOCKHOLDERS TRUST

Exhibit A

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:

APCO LIQUIDATING TRUST AND
APCO MISSING STOCKHOLDER
TRUST,

Debtors.

CITY OF WICHITA KANSAS,

Plaintiff-Appellant,

v.

JOHN G. MCMILLIAN,
LIQUIDATION TRUSTEE TO APCO
LIQUIDATING TRUST AND APCO
MISSING STOCKHOLDERS TRUST.,

Defendant-Appellee.

Chapter 11

Case No. 05-12355 (BLS)

Jointly Administered

Civil Action No. 07-cv-00474 (GMS)

Re: Docket Nos. 7 and 8

**ORDER APPROVING SETTLEMENT AGREEMENT BY AND BETWEEN JOHN G.
MCMILLIAN, LIQUIDATION TRUSTEE TO APCO LIQUIDATING TRUST AND
APCO MISSING STOCKHOLDERS TRUST AND CITY OF WICHITA, KANSAS**

This matter having come before the Court on the *Settlement Agreement by and Between John G. McMillian, Liquidation Trustee to Apco Liquidating Trust and Apco Missing Stockholders Trust and City of Wichita, Kansas* [Docket No. 7] (the “Agreement”) entered into by and between John G. McMillian, Liquidation Trustee to Apco Liquidating Trust and Apco Missing Stockholders Trust (the “Liquidation Trustee”), and the City of Wichita, Kansas (“Wichita”); and the Liquidation Trustee having filed and served the *Notice of Settlement Agreement by and Between John G. McMillian, Liquidation Trustee to Apco Liquidating Trust and Apco Missing Stockholders Trust and City of Wichita, Kansas* on January 9, 2008 [Docket No. 8] (the “Notice of Settlement Agreement”); and the Liquidation Trustee having filed a *Certification of Counsel Concerning Settlement Agreement by and Between John G. McMillian,*

Liquidation Trustee to Apco Liquidating Trust and Apco Missing Stockholders Trust and City of Wichita, Kansas on February 6, 2008 [Docket No. 9] certifying that no responses or objections to the Agreement were timely received;

NOW, THEREFOR, IT IS HEREBY FOUND, ORDERED, ADJUED AND DECREED AS FOLLOWS:

1. Notice of the Agreement was proper, sufficient and in compliance with section 9.2 of the *First Amended Liquidating Plan of Reorganization* [Bankr. Docket No. 113], filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) on December 16, 2005 and Section III.B.(a) of the Bankruptcy Court’s *Findings of Fact, Conclusion of Law and Order Confirming First Amended Liquidating Plan of Reorganization* [Bankr. Docket No. 160].

2. The Agreement is APPROVED in its entirety and is effective as an order of this Court.

3. Each term and provision of the Agreement is valid, binding and enforceable as though set forth herein. The failure specifically to include or reference any particular term or provision of the Agreement in this order shall not diminish or impair the effectiveness of such term or provision, it being the intent of the Court that the Agreement be approved in its entirety.

4. Wichita is hereby granted an allowed non-priority general unsecured claim in the amount of \$450,000.00 in full and final settlement of the Wichita Claim¹ and any and all issues arising out of or related to the Appeal.

¹ Capitalized terms used, but not otherwise defined herein, shall be ascribed the same meaning given to them in the Agreement.

5. Wichita and the Liquidation Trustee are hereby authorized to take any and all actions reasonably necessary to effectuate the terms of the Agreement.

Dated: _____, 2008
Wilmington, Delaware

The Honorable Gregory M. Sleet
United States District Judge

CERTIFICATE OF SERVICE

I, Jason M. Madron, do hereby certify that on February 6, 2008 a copy of the foregoing **Certification of Counsel Concerning Settlement Agreement By and Between John G. McMillian, Liquidation Trustee to Apco Liquidating Trust and Apco Missing Stockholders Trust and City of Wichita, Kansas** was served on the parties listed below and in the manner indicated:

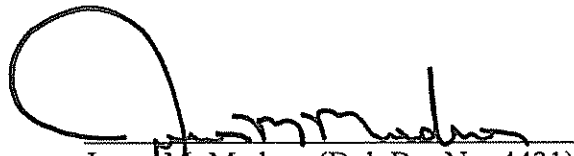
Via Hand Delivery

Jeffrey R. Waxman
COZEN O'CONNOR
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Wilmington DE 19801

Via U.S. First Mail

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Gary E. Rebenstorf
Joe Allen Lang
Sharon L. Dickgrafe
City Hall - 13th Floor
455 N. Main St.
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Jason M. Madron (Del. Bar No. 4431)